

Exhibit D-2

Fee Applications

In re Residential Capital, LLC, et al.						
Ernst & Young LLP Time Detail --- Fee Application						
May 1, 2013 through May 31, 2013						
Employee Name	Rank	Transaction Date	Description	Hours Charged	Std Bill Rate	Total Fee
Flagg,Nancy A.	131-Executive Director-Grade 1	27 May 2013	Correspond with N. Bulson (ResCap) regarding fees incurred to date	0.4	\$ 750.00	\$ 300.00
Flagg,Nancy A.	131-Executive Director-Grade 1	29 May 2013	Phone conference with R. Peruski regarding the compilation of fees and billings thru 5-24	0.7	\$ 750.00	\$ 525.00
Flagg,Nancy A.	131-Executive Director-Grade 1	29 May 2013	Correspond with R. Peruski regarding expense inquiry	0.3	\$ 750.00	\$ 225.00
Flagg,Nancy A.	131-Executive Director-Grade 1	29 May 2013	Draft billing file for H. Tucker's review	0.3	\$ 750.00	\$ 225.00
			Sub Total	1.7		\$ 1,275.00
Mitchell,Traci R.	131-Executive Director-Grade 1	01 May 2013	Reviewed and provided feedback on the budget tool to finalize client acceptance	0.4	\$ 750.00	\$ 300.00
Mitchell,Traci R.	131-Executive Director-Grade 1	10 May 2013	Review and edit exhibits time for fee application	0.4	\$ 750.00	\$ 300.00
Mitchell,Traci R.	131-Executive Director-Grade 1	31 May 2013	Phone conference with M. Lee (Foley) regarding fee application to the courts	0.6	\$ 750.00	\$ 450.00
			Sub Total	1.4		\$ 1,050.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	01 May 2013	Create the budget for the engagement in order to open the code	1.2	\$ 225.00	\$ 270.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	15 May 2013	Begin reviewing and editing exhibits to fee statement	0.8	\$ 225.00	\$ 180.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	22 May 2013	Continue reviewing and editing exhibits to fee statement	2.2	\$ 225.00	\$ 495.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	23 May 2013	Correspond with EY team regarding the claims tracking spreadsheet	0.2	\$ 225.00	\$ 45.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	23 May 2013	Continued updating exhibits to fee statement	0.9	\$ 225.00	\$ 202.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	29 May 2013	Preparation of the schedule of the work in progress for phone conference	3.7	\$ 225.00	\$ 832.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	30 May 2013	Prepare fee application exhibits	1.7	\$ 225.00	\$ 382.50
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	30 May 2013	Phone conference with N. Flagg regarding the fee application spreadsheet	0.4	\$ 225.00	\$ 90.00
Peruski,Ryan J.	444-Staff/Assistant-Grade 4	31 May 2013	Phone conference with M. Lee (Foley), N. Flagg, T. Mitchell regarding fee detail report	0.6	\$ 225.00	\$ 135.00
			Sub Total	11.7		\$ 2,632.50
			Grand Total	14.8		\$ 4,957.50

In re Residential Capital, LLC, et al.						
Ernst & Young LLP Time Detail --- Fee Application						
June 1, 2013 through June 30, 2013						
Incurr Date	Employee Name	Rank	Description	Hours Charged	Bill Rate	Total
17 Jun 2013	Flagg,Nancy A.	131-Executive Director-Grade 1	Review and analyze billing info from R. Peruski	0.6	\$ 750.00	\$ 450.00
17 Jun 2013	Flagg,Nancy A.	131-Executive Director-Grade 1	Review and analyze additional comments from M. Lee at Foley	0.8	\$ 750.00	\$ 600.00
18 Jun 2013	Flagg,Nancy A.	131-Executive Director-Grade 1	Phone conference with R. Peruski of EY and M. Lee of Foley to discuss status of first fee application compilation which needs to be submitted this week	1.3	\$ 750.00	\$ 975.00
26 Jun 2013	Flagg,Nancy A.	131-Executive Director-Grade 1	Correspond with S.Sacks with proper protocol for charging travel time	0.6	\$ 750.00	\$ 450.00
Sub Total				3.3		\$ 2,475.00

20 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Review and update fee application spreadsheet to encompass M. Lee's (Foley) changes	1.4	\$ 225.00	\$ 315.00
21 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Draft retention activities tab for the fee application	1.7	\$ 225.00	\$ 382.50
25 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Draft breakdown of hours into buckets for N. Flagg	2.5	\$ 225.00	\$ 562.50
05 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with M. Lee (Foley) regarding an all hands call	0.2	\$ 225.00	\$ 45.00
06 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Phone conferences with M. Lee (Foley) regarding updates to the fee schedule	0.3	\$ 225.00	\$ 67.50
12 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Review and analyze fee application according to Foley and N. Flagg suggestions	2.6	\$ 225.00	\$ 585.00
13 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Review and analyze fee application according to Foley and N. Flagg's suggestions	5.2	\$ 225.00	\$ 1,170.00
14 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Review and finalize fee application	1.4	\$ 225.00	\$ 315.00
17 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Draft fee application needed to update all the entries on the tax advisory tab	2.4	\$ 225.00	\$ 540.00
18 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with N. Flagg to discuss the fee application open issues	0.5	\$ 225.00	\$ 112.50
18 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with M. Lee (Foley) regarding his comments with regard to the fee application	0.6	\$ 225.00	\$ 135.00
18 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with N. Flagg and M. Lee (Foley) regarding the fee application spreadsheet open items	0.8	\$ 225.00	\$ 180.00
18 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Draft schedule broken out by person of the June time incurred on ResCap	2.1	\$ 225.00	\$ 472.50
18 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Draft fee application needed to update all the entries on the tax advisory tab	2.1	\$ 225.00	\$ 472.50
19 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Draft expense report breakdown	1.2	\$ 225.00	\$ 270.00
19 Jun 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Draft fee application needed to update all the entries on the tax advisory tab	4.7	\$ 225.00	\$ 1,057.50
Sub Total				29.7		\$ 6,682.50

18 Jun 2013	Rypina,Adrianna Joanna	511-Intern (CS)-Grade 1	Review and format time detail spreadsheet	2.0	\$ 225.00	\$ 450.00
			Sub Total	2.0		\$ 450.00
06 Jun 2013	Sacks,Stephen A	134-Executive Director-Grade 4	Phone conference with R. Peruski regarding bankruptcy billing matters	0.2	\$ 750.00	\$ 150.00
			Sub Total	0.2		\$ 150.00
19 Jun 2013	Sementa,Albert R	511-Intern (CS)-Grade 1	Review and organize expenses for submission to outside counsel with R. Peruski	6.8	\$ 225.00	\$ 1,530.00
20 Jun 2013	Sementa,Albert R	511-Intern (CS)-Grade 1	Review and organize expenses for submission to outside counsel with R. Peruski	3.2	\$ 225.00	\$ 720.00
			Sub Total	10.0		\$ 2,250.00
			Grand Total	45.2		\$ 12,007.50

In re Residential Capital, LLC, et al.						
Ernst & Young LLP Time Detail --- Fee Application						
July 1, 2013 through July 31, 2013						
09 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Review fee app submission with R. Peruski	0.7	\$ 750.00	\$ 525.00
11 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Review and analyze fee schedule with R. Peruski for client update	0.8	\$ 750.00	\$ 600.00
15 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Discuss June fee analysis with R. Peruski	0.7	\$ 750.00	\$ 525.00
25 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Request July work-in-process reports from D. Mullen and R. Peruski	0.4	\$ 750.00	\$ 300.00
26 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Review and analyze July work-in-process report data from D. Mullen for update to N. Bulson (ResCap)	0.8	\$ 750.00	\$ 600.00
26 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Phone conference with R. Peruski to update fees for client fee request	1.3	\$ 750.00	\$ 975.00
26 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Request to D. Mullen for additional fee info per N. Bulson (ResCap) request	0.4	\$ 750.00	\$ 300.00
29 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Draft fee update and forecast for N. Bulson (ResCap)	1.3	\$ 750.00	\$ 975.00
29 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Discuss fee update on income tax with H. Tucker and S. Sacks	0.5	\$ 750.00	\$ 375.00
29 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Update fee estimate for July per R. Peruski fee update and send to N. Bulson (ResCap)	0.6	\$ 750.00	\$ 450.00
29 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Phone conference with N. Bulson (ResCap) and R. Peruski to discuss fee update file and next steps	0.5	\$ 750.00	\$ 375.00
29 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Phone conference with H. Tucker for fee forecast requested by N. Bulson (ResCap)	0.5	\$ 750.00	\$ 375.00
30 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Update EY fee forecast per info from H. Tucker and send to N. Bulson (ResCap)	0.6	\$ 750.00	\$ 450.00
31 Jul 2013	Flagg, Nancy A.	134-Executive Director-Grade 4	Phone conference with R. Peruski regarding billing and resource alignment	0.6	\$ 750.00	\$ 450.00
			Sub Total	9.7		\$ 7,275.00
31 Jul 2013	Jansen, H.W.R.	04-Client Serving Contractor	Discussions with H.Tucker and S.Sacks regarding the ResCap status	2.0	\$ 850.00	\$ 1,700.00
			Sub Total	2.0		\$ 1,700.00
18 Jul 2013	Liefbroer, Brett Nicholas	444-Staff/Assistant-Grade 4	Review and revise time detail descriptions for 6/1 through 6/14 timesheets in preparation for submission to court	3.6	\$ 225.00	\$ 810.00
23 Jul 2013	Liefbroer, Brett Nicholas	444-Staff/Assistant-Grade 4	Review and revise time detail descriptions for mid-June to late June timesheets in preparation for submission to court	3.4	\$ 225.00	\$ 765.00
			Sub Total	7.0		\$ 1,575.00
08 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Draft fee application needed to update all the entries on the tax advisory tab	2.3	\$ 225.00	\$ 517.50
09 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Review and format time detail for May in order to finalize the application	5.7	\$ 225.00	\$ 1,282.50
10 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Review and update fee application spreadsheet to encompass M. Lee's (Foley) changes	1.1	\$ 225.00	\$ 247.50
11 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Draft expense report breakdown for May	1.9	\$ 225.00	\$ 427.50
15 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Review and update fee application spreadsheet to encompass M. Lee's (Foley) changes	0.3	\$ 225.00	\$ 67.50
15 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with N. Flagg regarding status of June time detail entries	0.4	\$ 225.00	\$ 90.00
15 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with M. Lee (Foley) regarding status of court submission	0.6	\$ 225.00	\$ 135.00

16 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Draft breakdown of hours into buckets for N. Flagg	2.7	\$ 225.00	\$ 607.50
16 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Review and format time entries for the month of June	4.7	\$ 225.00	\$ 1,057.50
19 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with N. Flagg regarding May court submission	0.3	\$ 225.00	\$ 67.50
23 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Discussion with B. Liefbroer regarding time entry details	0.4	\$ 225.00	\$ 90.00
24 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Update June time detail breakdown for client phone call	1.4	\$ 225.00	\$ 315.00
25 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Review June expenses to send to Foley	2.3	\$ 225.00	\$ 517.50
25 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Review and analyze time entries before sending to Foley	2.8	\$ 225.00	\$ 630.00
26 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Review expense spreadsheet to capture new expenses	0.7	\$ 225.00	\$ 157.50
26 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with N. Flagg regarding fee tracker spreadsheet for June and July	1.1	\$ 225.00	\$ 247.50
26 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Create overall May, June, and July time charged and expense detail for N. Bulson's (ResCap)	1.5	\$ 225.00	\$ 337.50
29 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with N. Bulson (ResCap) and N. Flagg regarding fee estimates and projections	0.5	\$ 225.00	\$ 112.50
29 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with N. Flagg and N. Bulson (ResCap) regarding forecast of fees and expenses	0.5	\$ 225.00	\$ 112.50
29 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Draft breakdown of hours into buckets for N. Flagg	2.0	\$ 225.00	\$ 450.00
31 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Phone conference with N. Flagg and D. Mullen regarding billing coordination	0.8	\$ 225.00	\$ 180.00
31 Jul 2013	Peruski, Ryan J.	444-Staff/Assistant-Grade 4	Review and analyze changes on time detail from Foley	1.2	\$ 225.00	\$ 270.00
Sub Total				35.2		\$ 7,920.00
Grand Total				53.9		\$ 18,470.00

Ernst & Young LLP Time Detail --- Fee Applications						
August 1, 2013 through August 30, 2013						
Incur Date	Employee Name	Rank	Description	Hours Charged	Bill Rate	Total
05 Aug 2013	Flagg,Nancy A.	134-Executive Director-Grade 4	Correspondence with M. Lee (Foley) regarding monthly and interim fee application requirements.	0.3	\$ 750.00	\$ 225.00
06 Aug 2013	Flagg,Nancy A.	134-Executive Director-Grade 4	Review and edit interim fee application.	2.3	\$ 750.00	\$ 1,725.00
06 Aug 2013	Flagg,Nancy A.	134-Executive Director-Grade 4	Review and revise interim fee application.	0.8	\$ 750.00	\$ 600.00
06 Aug 2013	Flagg,Nancy A.	134-Executive Director-Grade 4	Phone conference with H. Tucker regarding interim fee application sign off.	0.4	\$ 750.00	\$ 300.00
07 Aug 2013	Flagg,Nancy A.	134-Executive Director-Grade 4	Facilitate EY certification and signoff of interim fee application for filing with the Bankruptcy Court.	0.4	\$ 750.00	\$ 300.00
30 Aug 2013	Flagg,Nancy A.	134-Executive Director-Grade 4	Review and edit fee summary for N. Bulson (ResCap)	0.4	\$ 750.00	\$ 300.00
			Sub Total	4.6		\$ 3,450.00
19 Aug 2013	Liefbroer,Brett Nicholas	444-Staff/Assistant-Grade 4	Review and format time detail descriptions for 7/1 through 7/31 timesheets in preparation for submission to court	4.1	\$ 225.00	\$ 922.50
20 Aug 2013	Liefbroer,Brett Nicholas	444-Staff/Assistant-Grade 4	Discussion with R. Peruski regarding monthly fee application.	0.5	\$ 225.00	\$ 112.50
20 Aug 2013	Liefbroer,Brett Nicholas	444-Staff/Assistant-Grade 4	Review and format time detail descriptions for 7/1 through 7/31 timesheets in preparation for submission to court	4.1	\$ 225.00	\$ 922.50
			Sub Total	8.7		\$ 1,957.50
06 Aug 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Review and analyze the fee application for court submission.	0.8	\$ 225.00	\$ 180.00
06 Aug 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Correspondence with D. Mullen and N. Flagg regarding the review of the interim fee application.	0.2	\$ 225.00	\$ 45.00
07 Aug 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Prepare July fee breakdown by workstream.	3.2	\$ 225.00	\$ 720.00
20 Aug 2013	Peruski,Ryan J.	444-Staff/Assistant-Grade 4	Discussion with Brett Liefbroer regarding monthly fee application.	0.5	\$ 225.00	\$ 112.50
			Sub Total	4.7		\$ 1,057.50
06 Aug 2013	Tucker,Howard J	111-Partner/Principal-Grade 1	Phone conference with N. Flagg regarding interim fee application sign off.	0.4	\$ 850.00	\$ 340.00
			Sub Total	0.4		\$ 340.00
Administrative Grand Total				18.4		\$ 6,805.00